

Form PTO-1594
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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Tilia International, Inc., a Cook Islands corporation, now known as Linden International Liquidating Corporation, a Cook Islands corp.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Tilia International, Inc.
Internal Address: North Tower, 5th Floor
Street Address: 303 Second Street
City: San Francisco State: CA Zip: 94107
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 Other _____
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: March 26, 2003

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 76/397537,
76/398145, 76/398,132, 76/398,147
B. Trademark Registration No.(s) _____
Additional number(s) attached Yes No

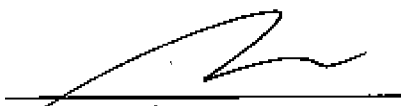
5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Sheldon R. Meyer
Internal Address: _____
Fliesler Dubb Meyer & Lovejoy LLP
Fourth Floor
Street Address: Four Embarcadero Center
City: San Francisco State: CA Zip: 94111

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41) \$ 115.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
06-1325

DO NOT USE THIS SPACE

9. Signature.
Sheldon R. Meyer
Name of Person Signing

Signature
3/27/03
Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

MEMORANDUM OF ASSIGNMENT OF TRADEMARKS AND GOODWILL

WHEREAS, this document memorializes an assignment of Trademarks and Goodwill.

WHEREAS, Linden International Liquidating Corporation, a Cook Islands corporation, organized and existing under the laws of Cook Islands, having its principal place of business at c/o Southpac Group, Ltd., Centrepoint Bldg., 1st Floor, Avarua, Rarotonga, Cook Islands, formerly known as Tilia International, Inc., a Cook Islands corporation, organized and existing under the laws of Cook Islands, having its principal place of business at 801, 8/F, New Kowloon Plaza, 38 Tai Kok Tsui Road, Kowloon, HONG KONG, ("Assignor") was the owner of all right, title and interest in and to the following trademarks and pending trademark applications:

<i>Mark</i>	<i>App. No.</i>	<i>Filed</i>	<i>Atty Docket #</i>
CASH IN THE TRASH	76/397,537	4/19/2002	TILA-1142US0 SRM/CYC
FILTERTOP	76/398,145	4/19/2002	TILA-1146US0 SRM/CYC
STORE 'N CUT	76/398,132	4/19/2002	TILA-1154US0 SRM/CYC
CATCH IT, BAG IT, VACUUM PACK IT	76/398,147	4/19/2002	TILA-1155US0 SRM/CYC

and the goodwill associated therewith for use in the territories of the United States and the rest of the world; and

WHEREAS, Tilia International, Inc. ("Assignee"), a Delaware corporation, having a business address of North Tower, 5th Floor, 303 Second Street, San Francisco, California 94107, was desirous of acquiring all right, title and interest in and to the above trademarks and trademark applications for the above specified territories, along with the goodwill of the business associated with said trademarks and trademark applications and that portion of the ongoing and existing business to which the above trademarks and trademark applications pertain;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor sold, transferred, conveyed and assigned unto Assignee, its entire right, title and interest in and to the above trademarks, trademark applications and the goodwill of the business in connection with said trademarks and trademark applications for the above specified territories, and that portion of the ongoing and existing business to which the above trademarks and trademark applications pertain.

ASSIGNOR

ASSIGNEE

By: *A.H. Schilling*
 Name: Alexander Schilling
 Its: Director
 Date: March 20, 2003

By: *Dolores Silva*
 Name: Dolores Silva
 Its: Senior Vice President
 Date: March 26, 2003

STATE OF CALIFORNIA)
) ss.
 COUNTY OF SAN FRANCISCO)

On March 20, 2003, before me, the undersigned notary public in and for said County and State,
 personally appeared Alexander H. Schilling, Jr.,

— personally known to me [or]
XX proved to me on the basis of satisfactory evidence

to be the person whose name is subscribed to the within instrument and acknowledged to me that
 he executed the same in his authorized capacity and that, by his signature(s) on the instrument, the
 person or the entity upon behalf of which the person acted executed the instrument.

WITNESS my hand and official seal.



Helen Kwong

 My commission expires on
